

LANDS' END, INC.  
Form 4  
May 03, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gebhardt Rebecca L

(Last) (First) (Middle)  
1 LANDS' END LANE  
(Street)  
DODGEVILLE, WI 53595  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
LANDS' END, INC. [LE]

3. Date of Earliest Transaction (Month/Day/Year)  
05/01/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Chief Marketing Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    | 05/02/2017                           |  | M                              | 1,784 A \$ 0 <sup>(1)</sup>                                       | 5,753   | D  |                                   |
| Common Stock                    | 05/02/2017                           |  | F                              | 605 <sup>(2)</sup> D \$ 24.05                                     | 5,148   | D  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    | 05/01/2017                           |  | A                              | 8,282   | <sup>(3)</sup> / <sup>(3)</sup>                          | Common Stock  | 8,282                      |
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    | 05/02/2017                           |  | M                              | 1,784   | <sup>(4)</sup> / <sup>(4)</sup>                          | Common Stock  | 1,784                      |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Gebhardt Rebecca L<br>1 LANDS' END LANE<br>DODGEVILLE, WI 53595 |               |           | EVP, Chief Marketing Officer |       |

## Signatures

/s/ Dorian R. Williams as attorney-in-fact for Rebecca L. Gebhardt 05/03/2017

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each Restricted Stock Unit ("RSU") represented a contingent right to receive one share of common stock upon satisfaction of the vesting conditions.
- (2) Represents shares surrendered to the issuer for payment of the reporting person's tax withholding obligation incurred in connection with the vesting of RSUs on May 2, 2017.
- (3) These are time-based restricted stock units ("RSUs") that will vest, assuming continued employment, in three installments on May 1, 2018 (25%), May 1, 2019 (25%) and May 1, 2020 (50%).
- (4) This RSU award was granted on May 2, 2016, with vesting in three annual installments on May 2, 2017 (25%), May 2, 2018 (25%) and May 2, 2019 (50%).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.